

**WEIL, GOTSHAL & MANGES LLP**

Richard W. Slack (*pro hac vice*)  
(richard.slack@weil.com)  
Theodore E. Tsekerides (*pro hac vice*)  
(theodore.tsekerides@weil.com)  
Jessica Liou (*pro hac vice*)  
(jessica.liou@weil.com)  
Matthew Goren (*pro hac vice*)  
(matthew.goren@weil.com)  
767 Fifth Avenue  
New York, NY 10153-0119  
Tel: 212 310 8000  
Fax: 212 310 8007

**KELLER BENVENUTTI KIM LLP**

Tobias S. Keller (#151445)  
(tkeller@kbbkllp.com)  
Peter J. Benvenutti (#60566)  
(pbenvenutti@kbbkllp.com)  
Jane Kim (#298192)  
(jkim@kbbkllp.com)  
650 California Street, Suite 1900  
San Francisco, CA 94108  
Tel: (415) 496 6723  
Fax: (415) 636 9251

*Attorneys for Appellees (Debtors and  
Reorganized Debtors)*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Reorganized  
Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Reorganized Debtors

*\* All papers shall be filed in the Lead Case, No.  
19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

District Court Case No. 20-cv-07865-HSG

**APPELLEES' RESPONSE TO ELLIOTT  
MANAGEMENT COMPANY'S  
STATEMENT OF ISSUES AND  
DESIGNATION OF ADDITIONAL  
ITEMS TO BE INCLUDED IN THE  
RECORD ON APPEAL**

PG&E Corporation and Pacific Gas and Electric Company (collectively, the “**Debtors**” or as reorganized pursuant to the Plan (as defined below), the “**Reorganized Debtors**” or “**Appellees**”) submit this response to the November 18, 2020 filing by Elliott Management Company (“**Elliott**”) of the *Statement of Issues and Designation of Items to Be Included in the Record on Appeal* [Dkt. No. 9569] (the “**Statement**”) in connection with Elliott’s appeal from (i) the *Order Disallowing Administrative Expense Claims of Elliott Management Corporation*, entered on October 22, 2020 [Dkt. No. 9334], by the United States Bankruptcy Court for the Northern District of California (the “**Bankruptcy Court**”), and (ii) the Bankruptcy Court’s related *Memorandum Decision Disallowing Administrative Expense Claims*, dated October 22, 2020 [Dkt. No. 9333].

**I. RESPONSE TO STATEMENT OF ISSUES ON APPEAL**

The issue on appeal is whether the Bankruptcy Court abused its discretion in disallowing Elliott’s asserted administrative expense claim under section 503(b)(1) of the Bankruptcy Code for damages arising out of an alleged breach by the Debtors of the Restructuring Support Agreement, dated January 22, 2020.

**II. DESIGNATION OF RECORD ON APPEAL**

Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure, the Reorganized Debtors hereby designate the following additional items to be included in the record on appeal, which include all exhibits and addenda attached thereto and filed therewith and all documents incorporated by reference therein:

Docket items from *In re PG&E Corp., et al.*, Case No. 19-30088 (DM):

Dkt. No.	Description	Date
4446	Debtors’ Motion for Entry of Orders (I) Approving Terms of, and Debtors’ Entry Into and Performance Under, Exit Financing Commitment Letters and (II) Authorizing Incurrence, Payment and Allowance of Related Fees and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims	10/23/2019
4447	Declaration of Kenneth S. Ziman in Support of Debtors’ Motion for Entry of Orders (I) Approving Terms of, and Debtors’ Entry Into and Performance Under, Exit Financing Commitment Letters and (II) Authorizing Incurrence, Payment and Allowance of Related	10/23/2019

<b>Dkt. No.</b>	<b>Description</b>	<b>Date</b>
	Fees and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims	
5101	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated December 12, 2019	12/12/2019
5700	[Proposed] Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	2/07/2020
6217	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 9, 2020	3/09/2020
6219	[Proposed] Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	3/09/2020
6298	Statement of the Ad Hoc Committee of Senior Unsecured Noteholders in Support of Debtors' Second Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry Into and Performance Under, Debt Financing Commitment Letters, and (III) Authorizing Incurrence, Payment and Allowance of Related Fees and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims	3/13/2020
6320	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 16, 2020	3/16/2020
6322	[Proposed] Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	3/16/2020
6398	Debtors' Motion Pursuant to 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P. 9019 for Entry of an Order (I) Approving Case Resolution Contingency Process and (II) Granting Related Relief	3/20/2020
6586	Ex Parte Motion of the Ad Hoc Committee of Senior Unsecured Noteholders for Entry of an Order Authorizing the Filing of the RSA Enforcement Motion Under Seal and Granting Related Relief	4/01/2020
6587	Declaration of David H. Botter in Support of the Ex Parte Motion of the Ad Hoc Committee of Senior Unsecured Noteholders for Entry of an Order Authorizing the Filing of the RSA Enforcement Motion Under Seal and Granting Related Relief	4/01/2020
6589	Ex Parte Motion of the Ad Hoc Committee of Senior Unsecured Noteholders Pursuant to B.L.R. 9006-1 Requesting Order	4/01/2020

Dkt. No.	Description	Date
	Shortening Time for Hearing on Motion for Enforcement of the Noteholder RSA and Noteholder RSA Letter Agreement	
6590	Declaration of Michael S. Stamer in Support of the Ex Parte Motion of the Ad Hoc Committee of Senior Unsecured Noteholders Pursuant to B.L.R. 9006-1 Requesting Order Shortening Time for Hearing on Motion for Enforcement of the Noteholder RSA and Noteholder RSA Letter Agreement	4/01/2020
6591	Proposed Document Filed Under Seal	4/01/2020
6592	Corrected Proposed Document Filed Under Seal	4/02/2020
7521	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated May 22, 2020	5/22/2020
7736	Notice of Filing of Draft of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 3, 2020	6/03/2020
7814	Notice of Filing of Draft Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 7, 2020	6/07/2020
7937	Notice of Filing of Debtors' and Shareholder Proponents' Draft Joint Chapter 11 Plan of Reorganization Dated June 14, 2020	6/14/2020
7949	Certain Fire Victims' Amended Opposition to Debtors' Motion for Entry of an Order (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Amended Equity Backstop Commitment Documents and (II) Authorizing Incurrence, Payment and Allowance of Related Premiums as Administrative Expense Claims	6/15/2020
7950	William B. Abrams Objection to Debtors' Motion for Entry of an Order (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Amended Equity Backstop Commitment Documents and (II) Authorizing Incurrence, Payment and Allowance of Related Premiums as Administrative Expense Claims Pursuant to U.S.C. §§ 1129(A)(8) and §§ 1129(B)	6/15/2020
8252	Notice of Entry of Confirmation Order and Occurrence of Effective Date of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 19, 2020	7/2/2020
8537	Notice of Hearing on Motion of Elliott Management Corporation for (I) Allowance and Payment of Administrative Expense Claim and (II) to the Extent Necessary, Reconsideration and Relief From the	7/24/2020

Dkt. No.	Description	Date
	Confirmation Order Pursuant to Federal Rule of Civil Procedure 60(B)	

Hearing Transcripts from *In re PG&E Corp., et al.*, Case No. 19-30088 (DM):

Dkt. No.	Description	Date
7637	May 27, 2020 Hearing Transcript	5/28/2020
7665	May 28, 2020 Hearing Transcript	5/29/2020
7701	May 29, 2020 Hearing Transcript	6/01/2020
7710	June 1, 2020 Hearing Transcript	6/02/2020
7784	June 3, 2020 Hearing Transcript	6/04/2020
7809	June 4, 2020 Hearing Transcript	6/05/2020
7843	June 5, 2020 Hearing Transcript	6/09/2020
7869	June 8, 2020 Hearing Transcript	6/10/2020
7932	June 11, 2020 Hearing Transcript	6/12/2020
8066	June 19, 2020 Hearing Transcript	6/22/2020

1           The Reorganized Debtors reserve the right to designate additional items for inclusion in the  
2 record or restate the issues presented on appeal.

3 Dated: December 2, 2020

**WEIL, GOTSHAL & MANGES LLP**

**KELLER BENVENUTTI KIM LLP**

By: /s/ Richard W. Slack

Richard W. Slack

Peter J. Benvenuti

*Attorneys for the Appellees (Debtors and  
Reorganized Debtors)*